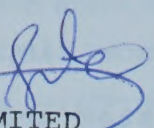


THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

31/8/72.

FILING STATEMENT NO.1848.
FILED, OCTOBER 24,1972.


VENPOWER LIMITED

Full corporate name of Company
Incorporated under Part 1 of the Companies Act (Canada)
by Letters Patent dated June 5, 1959

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	See Schedule "A" on pages 2&3.
2. Head office address and any other office address.	Head Office: Suite 5203, Toronto-Dominion Centre, Toronto 111, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	See Schedule "B" on page 4.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 5,000,000 shares without nominal or par value Issued and Outstanding: 2,885,511 shares without nominal or par value
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None outstanding.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	See item 1 above.

Schedule "A".

MATERIAL CHANGES

The Company has now disposed of all its interests in its Venezuelan Power System and management is planning for it to become a holding company with the primary purpose of investing in United Kingdom and European-based operating companies.

To effect this new purpose, the Company is establishing an office in London, England and has appointed Arthur G. Williams as President and Managing Director and Lawrence F. Barnett as Executive Vice-President and Deputy Managing Director.

Arthur G. Williams, Willvest Limited, The Glengair Group Limited and the Company, and Lawrence F. Barnett, Barnvest Limited, The Glengair Group Limited and the Company, and Atlantic Sugar Refineries Co. Limited and the Company have entered into agreements (which have been approved by the shareholders of the Company) and which provide for the following transactions:

1. The allotment and issue of 50,000 shares without nominal or par value of the Company to each of Arthur G. Williams and Lawrence F. Barnett at a price of \$1.20 per share.
2. The granting of options to each of Arthur G. Williams and Lawrence F. Barnett to purchase at a price of \$1.29 per share up to a maximum of 100,000 shares without nominal or par value of the Company so long as they remain employees of the Company or a subsidiary of the Company (or, in the case of death, within six months thereafter) but not after September 8, 1977.
3. The allotment and issue of 150,000 shares without nominal or par value of the Company to each of Willvest Limited and Barnvest Limited as partly-paid shares at a price of \$1.29 per share, 1% of which is to be paid upon the allotment and issue of the said shares and the balance of the subscription

price to be paid on or before December 31, 1982; provided that the balance of the subscription price or any part thereof may at any time and from time to time be paid by each subscriber without notice or bonus. The partly-paid shares will be entitled to rank for all dividends declared payable to shareholders of record as of any date after the issue thereof, provided that such partly-paid shares shall be entitled to such dividends only in the proportion thereof which the amount paid up on such shares bears to the total subscription price therefor. Willvest Limited and Barnvest Limited will waive any and all voting rights on the shares which are not fully paid and the shares will not be transferable or alienable until they have become fully paid.

Arthur G. Williams and Lawrence F. Barnett own all the issued and outstanding shares of Willvest Limited and Barnvest Limited respectively and they will deposit all of such issued and outstanding shares with a trustee to be held until the shares of the Company have been paid for in full.

4. the allotment and issue of 1,000,000 shares without nominal or par value of the Company to Atlantic Sugar Refineries Co. Limited at a price of \$1.29 per share.

Subject to acceptance of notice by The Toronto Stock Exchange

(a) the transactions set forth in paragraphs 1 and 2 above will be consummated on or before September 8, 1972;

(b) the transactions set forth in paragraph 3 above will be consummated on or after April 1, 1973 but before April 15, 1973; and

(c) the transaction set forth in paragraph 4 above will be consummated when approved by the shareholders of Atlantic Sugar Refineries Co. Limited at the next annual meeting of said company or such earlier date as may be required by the Company to be held on 30 days' notice by the Company.

The agreements between Arthur G. Williams, Willvest Limited, The Glengair Group Limited and the Company and between Lawrence F. Barnett, Barnvest Limited, The Glengair Group Limited and the Company also provide that Arthur G. Williams and Lawrence F. Barnett will enter into agreements with The Glengair Group Limited wherein each of Arthur G. Williams and Lawrence F. Barnett will grant to Glengair a right of first refusal until December 31, 1980 in the event of the sale of any of the 50,000 shares without nominal or par value of the Company being purchased by each of them as aforesaid and that Glengair will agree to purchase, at the request of Mr. Williams or Mr. Barnett, the said 50,000 shares at a price of \$1.00 per share in the event that they cease to be employed by the Company or a subsidiary of the Company (except by reason of dismissal for cause or by reason of voluntary resignation) during the next three years.

Schedule "B".

DIRECTORS AND OFFICERS

<u>Name and Office with the Company</u>	<u>Address</u>	<u>Chief Occupations for past five years</u>
J. S. Gairdner, Director	1502 Lakeshore Road East, Oakville, Ontario, Canada	Chairman of the Board and formerly President, The Glengair Group Limited (an operating and investment company), Chairman of the Board, Gairdner & Company Limited (investment dealers) and formerly Chairman of the Board, Atlantic Sugar Refineries Co. Limited (a sugar refining company)
J. H. Hawke, Chairman of the Board and Director	34 Whitney Avenue, Toronto, Ontario, Canada	President, The Glengair Group Limited, Chairman of the Board, Atlantic Sugar Refineries Co. Limited and formerly President, Gairdner & Company Limited
C. W. J. Leonardi, Vice-President and Director	288 Dalewood Drive, Oakville, Ontario, Canada	Vice-President and Treasurer, The Glengair Group Limited and formerly President of the Company
W. J. R. Paton, Director	27 Claremont, Pointe Claire, Quebec, Canada	President, Atlantic Sugar Refineries Co. Limited
A. G. Williams, President, Managing Director and Director	17 Embankment Gardens, London S. W. 3 England	President of the Company and formerly a Vice- President of R.C.A. International and a Vice- President of I.T.T. Europe
L. F. Barnett, Executive Vice- President, Deputy Managing Director and Director	2 Parkmead, London S. W. 15 England	Executive Vice-President of the Company and formerly a director of Data Processing Division, Honeywell Information Systems Limited
J. A. Mullin Secretary	43 Glenallen Avenue, Toronto, Ontario, Canada	Partner, Fraser & Beatty (solicitors)
G. L. Ploder, Treasurer	1564 Lochlin Trail, Port Credit, Ontario, Canada	Assistant-Treasurer, The Glengair Group Limited

CHAPTERED ACCOUNTANTS

1200 NATIONAL TRUST BUILDING
TORONTO 210, ONTARIO
864-9520

In our opinion these consolidated financial statements present fairly the financial position of the companies as at June 30, 1972 and the results of their operations and the source and application of their funds for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Ernst & Ernst
Chartered Accountants

July 24, 1972.

VENPOWER LIMITED

(Incorporated under the Laws of Canada)

AND ITS WHOLLY-OWNED SUBSIDIARY COMPANIES

CONSOLIDATED BALANCE SHEET

APPROVED ON BEHALF OF THE BOARD:

Director

Director

The accompanying notes are an integral part of the financial statements.

VENPOWER LIMITED
AND ITS WHOLLY-OWNED SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENT OF EARNINGS

	Year ended June 30;	
	<u>1972</u>	<u>1971</u>
Revenue:		
Sale of power	\$414,716	\$1,082,240
Miscellaneous	<u>170,235</u>	<u>76,333</u>
	584,951	1,158,573
Expenses:		
Operating and administrative	285,303	482,350
Provision for depreciation	157,962	387,860
Legal fees	<u>8,859</u>	<u>12,937</u>
	452,124	883,147
EARNINGS BEFORE INCOME TAXES AND EXTRAORDINARY ITEM	132,827	275,426
Income taxes (including \$23,000 of deferred taxes)	<u>42,614</u>	<u>71,799</u>
EARNINGS BEFORE EXTRAORDINARY ITEM	90,213	203,627
Extraordinary item, less applicable income taxes - Note D	<u>36,756</u>	<u>46,580</u>
NET EARNINGS FOR THE YEAR	\$ 53,457	\$ 157,047
Basic Earnings Per Common Share		
Before extraordinary item	3.1¢	7.1¢
Net earnings for the year	1.9	5.4

CONSOLIDATED STATEMENT OF RETAINED EARNINGS

	Year ended June 30,	
	<u>1972</u>	<u>1971</u>
Retained earnings at July 1	\$706,092	\$549,045
Net earnings for the year	<u>53,457</u>	<u>157,047</u>
RETAINED EARNINGS AT JUNE 30	\$759,549	\$706,092

The accompanying notes are an integral part
of the financial statements.

VENPOWER LIMITED
AND ITS WHOLLY-OWNED SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENT OF SOURCE AND APPLICATION OF FUNDS

	Year ended June 30,	
	1972	1971
SOURCE OF FUNDS		
From operations:		
Net earnings for the year	\$ 53,457	\$ 157,047
Provision for depreciation	157,962	387,860
Organization and financing expenses	162,170	-0-
(Profit) loss on disposal of fixed assets	(401,881)	18,386
	(28,292)	563,293
Proceeds from disposal of fixed assets	2,407,206	-0-
	<u>2,378,914</u>	<u>563,293</u>
APPLICATION OF FUNDS		
Decrease in unrealized foreign exchange	8,224	20,461
Decrease (increase) in employees severance indemnities	66,354	(8,469)
Additions to fixed assets	300	16,313
Organization and financing expenses deferred	-0-	12,716
	<u>74,878</u>	<u>41,021</u>
INCREASE IN WORKING CAPITAL	2,304,036	522,272
Working capital, July 1	<u>1,303,584</u>	<u>781,312</u>
WORKING CAPITAL, JUNE 30	\$3,607,620	\$1,303,584

The accompanying notes are an integral part of the financial statements.

VENPOWER LIMITED
AND ITS WHOLLY-OWNED SUBSIDIARY COMPANIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 1972

NOTE A.

Excepting certain financial and administrative functions, the business of the Company and its wholly-owned subsidiaries, C.A. Fuerza Electrica and C.A. Electricidad de Cantaura, were carried on in the Republic of Venezuela.

Conversion to Canadian dollars of assets and liabilities and revenues and expenditures originating in currencies other than United States dollars has been made at the official rate of exchange (which approximated quoted rates). United States dollars have been converted at par.

NOTE B.

On December 1st, 1971, the fixed assets, equipment and inventory of the subsidiaries were sold to an agency to the Government of Venezuela for cash amounting to Bs. 11,002,838 (\$2,506,341).

NOTE C.

The Company has repatriated the subsidiaries' capital and retained earnings which resulted in a withholding tax charge totalling \$131,342 which is shown as an extraordinary item. (See Note D).

NOTE D.

Extraordinary item:

Organization and financing expenses written off	\$162,170	
Withholding taxes paid	131,342	
Loss on foreign exchange realization	<u>41,393</u>	334,905
Less:		
Profit on sale of fixed assets, equipment, and inventory of the wholly-owned subsidiaries	401,881	
Applicable income taxes (\$22,563) and expenses of sale	<u>126,732</u>	
	275,149	
Add:		
Deferred taxes recoverable due to the application of loss carry-forward	<u>23,000</u>	298,149
EXTRAORDINARY ITEM		<u>\$ 36,756</u>

VENPOWER LIMITED

AND ITS WHOLLY-OWNED SUBSIDIARY COMPANIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

June 30, 1972

NOTE E.

Remuneration of Directors and Officers of Venpower Limited from all sources

	Directors of the Holding Company as a Group (6 directors, 4 of whom are also Officers)				Officers of the Holding Company as a Group (6 officers)			
	Received as Directors		Received as Officers		Received as Directors		Received as Officers	
	1972	1971	1972	1971	1972	1971	1972	1971
Venpower Limited	Nil	Nil	10,000	2,500	Nil	Nil	10,000	2,500
C.A. Fuerza Electrica	Nil	Nil	12,000	12,100	Nil	Nil	Nil	Nil
C.A. Electricidad de Cantaura	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

NOTE F.

Losses available for application against future taxable income are approximately as follows:

<u>Year of Expiry</u>	<u>Amount</u>
1973	\$ 97,000
1974	<u>143,000</u>
TOTAL	<u>\$240,000</u>

Schedule "C".

FIVE LARGEST SHAREHOLDERS

<u>Name</u>	<u>Address</u>	<u>Number of shares held</u>
*V. P. G. L. Holdings Limited	P. O. Box 53, Toronto-Dominion Centre, Toronto 111, Ontario	1,395,900
**Gairdner & Company Limited	P. O. Box 53, Toronto-Dominion Centre, Toronto 111, Ontario	455,564
Trafalgar Investments Co. Limited	255 Yorkland Blvd. Willowdale, Ontario	100,000
Mertor & Co.	120 Adelaide St. West, Toronto, Ontario	58,600
*Glengair Investments Limited	P. O. Box 53, Toronto-Dominion Centre, Toronto 111, Ontario	51,880

* All the issued and outstanding shares of V. P. G. L. Holdings Limited and Glengair Investments Limited are owned by The Glengair Group Limited, P. O. Box 53, Toronto-Dominion Centre, Toronto, Ontario.

** Ivy Jane Gairdner, John L. Gairdner and John A. Mullin, trustees of a trust created for the benefit of the family of J. S. Gairdner (one of the directors of the Company) own as such trustees beneficially for the trust indirectly 156,850 of the shares registered in the name of Gairdner & Company Limited.

** J. H. Hawke, who is the Chairman of the Board and a director of the Company, is the beneficial owner of 5,000 of the shares registered in the name of Gairdner & Company Limited.

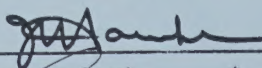
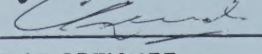
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	See item 1 above.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None made or to be made.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company will become a holding company with the primary purpose of investing in United Kingdom and European-based operating companies. The proceeds from the sales of shares as set out in item 1 above will be added to the cash received on the disposal of the Company's operations in Venezuela and will be used for the Company's new purpose.
10. Brief statement of company's chief development work during past year.	None.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not applicable.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Not applicable.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	See Schedule "C" on page 9.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The Glengair Group Limited, 52nd Floor, Toronto-Dominion Centre, Toronto 111, Ontario. See item 15 above.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Not applicable.
18. Brief statement of any lawsuits pending or in process against company or its properties.	No lawsuits pending or in process against the Company or its properties.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	The Company will be entering into an agreement with Arthur G. Williams dated as of the 1st day of June, 1972 to employ him as an executive of the Company for a period of two years at an annual salary of \$70,000.00. The Company will also be entering into an agreement with Lawrence F. Barnett dated as of the 1st day of June, 1972 to employ him as an executive of the Company for a period of two years at an annual salary of \$50,000.00.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	None.

DATED August 28, 1972.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

